

LINOWES
AND | BLOCHER LLP
ATTORNEYS AT LAW

June 26, 2009

Barbara A. Sears
301.961.5157
bsears@linowes-law.com
Samantha L. Mazo
301.961.5261
smazo@linowes-law.com

VIA HAND DELIVERY

Mr. James Wasilak
Chief of Planning
City of Rockville
111 Maryland Avenue, Room 217
Rockville, Maryland 20850

Re: Avalon Twinbrook Station- PAM # 2009-0007: Project Narrative/Statement of
Justification for Level 3 Site Plan Application for redevelopment of 12720
Twinbrook Parkway (the "Property").

Dear Mr. Wasilak:

On behalf of AvalonBay Communities, Inc. ("AvalonBay" or the "Applicant"), we are filing the required Level 3 Site Plan Application ("Application") pursuant to Section 25.07.06.3 of the Zoning Ordinance and the Site Plan Application recently adopted by the City of Rockville ("City"). As further described in the Applicant's April 3, 2009 Pre-Application Meeting Cover Letter¹ the Property is zoned Mixed Use Business ("MXB") and is located within the Twinbrook Neighborhood Plan ("TNP") area.² The Property consists of four acres and is bounded by Ardennes Avenue to the west, Halpine Road to the north and Twinbrook Parkway to the east. The Application proposes to construct a residential apartment community of 240 apartment homes and approximately 4,250 s.f. of non-residential support services, to include a leasing office and amenity spaces, on the Property (the "Project").

1. Background on the Property

Located just 400 yards from the Metro platform at Twinbrook Station, the Property is ideally situated for transit-oriented, residential use. The Property is a short ride north or south on Metro's Red Line to downtown Rockville, NIH, and Bethesda, or downtown Washington, D.C. The Property is also within easy walking distance to significant office and retail concentrations

¹ Furthermore, the all arguments made in the Applicant's April 3, 2009 Pre-Application Meeting Cover Letter are incorporated herein.

² The adjacent City-owned property is also zoned MXB.

Mr. James Wasilak

June 26, 2009

Page 2

and enjoys excellent access in all directions via major arterials, such as Twinbrook Parkway, Rockville Pike, Montrose Road, Viers Mill Road to downtown Rockville and other Montgomery County locations. The site is a through lot located between Ardennes Avenue to the west and Twinbrook Parkway to the east. To the south is the Uniwest Office Building (currently under construction) and to the north is an undeveloped parcel containing approximately 0.85 acres owned by the City ("City Parcel"). The City Parcel is zoned MXB and creates an approximately 50 foot buffer area between the Property and Halpine Road.

The existing office park was completed in 1967 and contains five one-story buildings totaling 50,250 s.f. The office park is leased to the General Services Administration for use by the FDA, which has continuously occupied the office park since its completion. The FDA intends to vacate the Property with the expiration of its lease in late 2009. If the Property does not proceed with redevelopment to residential use, the lease may be extended or a new tenant will be found.

2. Background on the Project

Generally, the Project is composed of three and four story buildings flanking a central, above grade, five-and-a-half level parking structure. Specifically, while the southern, eastern and western portions of the building will be four stories in height, the northern portion of the building is proposed to be four stories in the sections closest to Ardennes Avenue and Twinbrook Parkway and to step down in height to three stories in the middle section flanking the parking structure. The parking structure will be surrounded by the residential building on three sides, and therefore blocked from public view.

The Project will have entrances on both Ardennes Avenue to the west and Twinbrook Parkway to the east that will be connected by an internal private drive that will also provide vehicular access to the parking structure. The Applicant initially proposed to prohibit left turns out onto southbound Ardennes Avenue to reach Twinbrook Parkway. However, at the Pre-Application Development Review Committee ("DRC"), the City requested that the Project be revised to permit both northbound and southbound turns at the Ardennes Avenue access point and the entrance to be moved to the north, away from the Uniwest Building. The Applicant has made these changes, and the plans now show the Ardennes Avenue access point to be a "full access" point and to be located near the midway point between the Uniwest driveway and the intersection of Ardennes Avenue and Halpine Road. Additionally, the Applicant was asked to restrict the Twinbrook Parkway access point to "right-out" outbound trips only and to revise the Twinbrook Parkway access point accordingly. The Applicant has also made these changes, and the plans reflect these adjustments as well.

The massing of the Project is divided into three separate sections. The massing of the western section is organized around a southern facing courtyard that contains a small pool and resident

Mr. James Wasilak

June 26, 2009

Page 3

recreation area. The western wing of the building is set back from the City Parcel and is four stories in height. The eastern section is organized around a resident courtyard that, based on comments from the City's Fire Marshall, AvalonBay has rotated to open to the south like the western section. The building in the eastern section of the Project will also be four stories in height. The middle section is composed of three-level, northern-facing residential units that surround the northern section of the parking structure. This section of the Project will include three-story town-home scale façade elements to reinforce the transition between the Project and the residential uses north across Halpine Road.

The proposed apartment units range in size and scale type from 468 s.f. efficiency to 1100 s.f. two-bedroom – two-bath units. Selected units on the uppermost floors may also contain mezzanine lofts. The proposed building amenities include a club-room lounge and a fitness center for residents.

The massing and facades of the Project are designed to enhance the transitional nature of the Project. To transition from the taller buildings and higher densities at the Twinbrook Metro Station and along Twinbrook Parkway to the lower single-family residential uses along Halpine Road, the eastward and westward facing facades of the Project use a mono-pitched roof system to appear taller, while stepping down to three stories in height with townhouse facades along the majority of Halpine Road.

The transition from the residential uses located to the north to the more commercial uses located to the south and west is further reflected in the building materials that have been selected for the Project. The north and east facing facades use predominately panel and siding materials, while the west and south facing facades, and the areas nearest the entrances are designed to have more masonry materials used at the base of the building with siding and panel materials above. The hierarchy of materials is emphasized through the use of a layered color palette giving the traditional materials a more contemporary flavor.

3. Background on Community Involvement

The Applicant was directly involved in the Twinbrook Neighborhood Plan and the Zoning Ordinance redraft processes. While participating in these processes, AvalonBay engaged in informal meetings, presented at local community group meetings and corresponded with neighbors, to discuss the proposed plans for the Project. In addition, the Applicant also established a website, www.avalonattwinbrook.com, to help inform neighbors and stakeholders about the proposed plans for the Project.

As a result of the input from neighbors and the City, AvalonBay has made the following changes to its original plan for the Project:

Mr. James Wasilak

June 26, 2009

Page 4

- Reduced that portion of the building that was 5-story along Ardennes Avenue to 4 stories;
- Reduced the number of units to 240;
- Removed the day care center and associated playground originally located at the northwest corner of the Property;
- Located the pool away from Halpine Road; and
- Committed to earning enough points to qualify for LEED (Leadership in Energy and Environmental Design) certification status.

Pursuant to Sections 25.07.02 and 25.07.06.2 of the City's Zoning Ordinance, AvalonBay and its consulting team conducted a Pre-Application Area Meeting on May 27, 2009 from 7:00 to 9:00 pm at the Hilton Washington/Rockville. Notice letters were mailed out to all property owners living within 1,250 feet of the Property as well as the required home owners associations and community groups. In total, 16 citizens attended the area meeting. During the meeting, the Applicant explained the Level 3 Site Plan review process, described the Project, and responded to questions on topics ranging from construction schedules to traffic. A copy of the notice, list of addresses receiving the notice and the meeting minutes are included as part of this Application.

4. The Project satisfies the Level 3 Site Plan Requirements

Pursuant to Section 25.07.01.a.3 of the City's Zoning Ordinance, for a Level III Site Plan to be approved, the Planning Commission must determine that the application will not:

- (a) Adversely affect the health or safety of persons residing or working in the neighborhood of the proposed development;
- (b) Be detrimental to the public welfare or injurious to property or improvements in the neighborhood;
- (c) Overburden existing and programmed public facilities as set forth in Article 20 of this Chapter and as provided in the adopted Adequate Public Facilities Standards; or
- (d) Adversely affect the natural resources or environment of the City or surrounding areas;
- (e) Be in conflict with the Plan;³

³ In the case of the Project, the "Plan" would be the Twinbrook Neighborhood Plan.

Mr. James Wasilak
June 26, 2009
Page 5

- (f) Constitute a violation of any provision of the Zoning Ordinance or other applicable law
- (g) Be incompatible with the surrounding uses or properties.

As was discussed fully in the Applicant's April 3, 2009 Pre-Application Meeting Cover Letter, the Project satisfies these requirements, and therefore, the Level 3 Site Plan Application should be approved.

5. The Project Complies with the Site Plan Application Requirements

Pursuant to the Site Plan Application, AvalonBay is required to include a statement of justification that explains how the Project complies with (a) Mixed Use Development Standards, including layback slope and shadow study (25.13); (b) Landscaping, Screening and Lighting Manuals; (c) Adequate Public Facilities (Section 25.20); (d) Parking (Section 25.16); (e) Signs (Section 25.18); (f) Public use space (Section 25.17); and (g) water and sewer information for hydraulic review.

As explained more fully below, the Project complies with necessary sections of the Zoning Ordinance, and, therefore the Site Plan Application requirements have been satisfied.

A. **The Project Complies with the MXB Standards, Laybacks and Shadow Study**

The Project complies with the standards of the MXB Zone. As discussed above, both the Property and the City Parcel were zoned MXB in the Comprehensive Zoning Map Amendment MAP2007-00101 adopted by the Mayor and Council on December 15, 2008 in Ordinance No. 20-08.

The MXB zone is a transitional zone, and it is "intended for areas that are either currently developed or recommended for development primarily for retail sales; neighborhood services; home improvement services; and compatible residential development in areas convenient to both higher-density commercial zones and single-unit detached residential uses. In order to provide meet the intent of providing an appropriate transition this zone allows for a wide range uses and densities as recommended in the associated master plan." See Section 25.13.02. Importantly, "Dwelling[s] multiple-unit", such as the Project, is a permitted use in the MXB Zone. See Section 25.13.03. As detailed on the attached Detailed Site Plan, the Project meets the MXB development standards as established in Section 25.13.05.

Mr. James Wasilak
June 26, 2009
Page 6

Development Standards, pursuant to Section 25.13.05(b) for the MXB Zone

Standard	Required	Provided in the Project
Building Heights	55 feet	55 feet
Public Use	20%	20%
Setback from Public Right of Way	None Required: (10 foot min. if provided)	10 feet
Side yard setback when adjacent to residential	25 feet or height of building, whichever is greater	n/a because Property is not adjacent to residential
Side yard setback when adjacent to nonresidential	None Required: (10 foot min. if provided)	10 feet
Rear yard setback when adjacent to residential	25 feet or ½ height of building, whichever is greater	n/a because Property is not adjacent to residential
Rear yard setback when adjacent to nonresidential	None Required: (10 foot min. if provided)	n/a because Property is not adjacent to residential

No laybacks are required because the Property is not adjacent to residential uses. Finally, because the TNP recommends all residential uses for the Property, the Applicant is not required to design the ground floor “to facilitate [the] conversion to retail or other commercial uses” pursuant to Section 25.13.07.d.2.

The Project is also in compliance with the recently adopted Twinbrook Neighborhood Plan (“TNP”). The TNP, which was adopted on April 27, 2009 by Ordinance 12-09, specifically “recommends the site for all multi-family use that will create a horizontal mix of uses in the Twinbrook Parkway/Ardennes Avenue/ Halpine Road area... [and] recommended zoning MXB, a transitional zone created for use in areas between Metro areas and single-family residential areas.” (April 27, 2009 TNP Mayor and Council Recommended Draft as adopted by the Mayor and Council, pages D-2).

Furthermore, the TNP states

The property is owned by AvalonBay, an Alexandria, Virginia-based REIT that specializes in the development and management of “high-end” multi-family rental housing in urban areas adjacent to amenities and transit. AvalonBay has not formally filed a proposal with the City, but are considering building a 3 and 4 story apartment building with a maximum height of 55 feet. This

Mr. James Wasilak
June 26, 2009
Page 7

Plan recommends rezoning the site to MXB that would allow for all multi-family residential use and would create a horizontal mix of uses in the area.

(April 27, 2009 TNP Mayor and Council Recommended Draft as adopted by the Mayor and Council, pages D-8, D-9).

The TNP also recommends that the City Parcel "be improved by the owner of 12270 Twinbrook Parkway in accordance with City of Rockville specifications. The owner should work with the City to maintain the buffer in future years." (April 27, 2009 TNP Mayor and Council Recommended Draft as adopted by the Mayor and Council, pages D-2).

The Project fully complies with the TNP. The Project is a 240-unit multifamily residential development with non-residential uses limited to those directly associated with the residents of the Property. The Project creates a horizontal mix of uses because its is adjacent to single-family residential, institutional, office, commercial and mixed use developments. Furthermore, the location and Project design transitions between the existing residential uses north of Halpine Road and the higher density uses closer to the Metro Station and the Uniwest Office Building that is currently under construction located to the south of the Property. Finally, the City Property will be improved by the Applicant as called for in the TNP. On this point, the Applicant has proposed to add supplemental landscaping and seating features in accordance with mutual agreement with the City.

Accordingly, for the reasons discussed above, the Project complies with the TNP and the MXB Zone.

Finally, in terms of the shadow study, the Project is not proposed to cast shadows on any of the surrounding buildings. Specifically, the Project consists of four story buildings (plus mezzanine) with most of the north facing building along the northern property line dropping down to three stories (plus mezzanine) within the building height limit. The residential building surrounds a five-level-above-grade parking structure. The building is organized around two south facing courtyards flanking the parking structure. Due to this configuration, it is anticipated that the winter shadows cast to the north will fall on the City Parcel to the north of the site during the 10 a.m. to 2 p.m. time window specified in the City of Rockville Zoning Ordinance. Therefore, it is not anticipated that no buildings near the northern portion of the site would be affected by shadows from the Project.

B. The Project Complies with the City's Landscaping, Screening and Lighting Manuals

I. Landscaping and Screening

Mr. James Wasilak
June 26, 2009
Page 8

The Project complies with the City's Landscaping and Screening Manuals adopted on December 15, 2008 at Ordinance 18-08. As a preliminary matter, in response to a request made by City staff during the DRC meeting, AvalonBay will both relocate the existing sidewalk along the Property frontage of Ardennes Avenue and plant replacement street trees in this area.

Next, in reviewing the different sections of the Property, it is clear that the Applicant's landscaping proposal, which is detailed in the attached landscape plan, complies with the City's Landscape Manual. First, along the Ardennes Avenue and Twinbrook Parkway rights-of ways, the Project will provide a 10-foot landscape strip. Second, the portion of the Property that is located closest to Ardennes Avenue and adjacent to the small surface parking area will comply with Sections 4.d.2.a.i-iii and 4.d.2.b.i-iv of the Manual because it will be planted with a combination of shade and ornamental trees with understory areas of shrubs, seasonal plantings and lawns. Moreover, the small surface parking lot will satisfy the requirements of Sections 4.d.2.c and 4.d.2.d because at least five percent of the internal area of the surface parking lot will be landscaped. Third, the southern property line between the Property and the Uniwest building is proposed to have a landscaped area that includes both 7 and 10-foot plantings. Moreover, the Applicant intends to plant shade trees along both the northern and southern curbs of the interior driveway. Fourth, the Applicant proposes to plant ornamental trees, shrubs and lawn areas on the landscaped area across from the parking garage access point. Fifth, the north and east borders of the Property are proposed to have 7-foot landscape panels. The plantings within these areas have been designed with more shade -tolerant species in order to establish a uniform and complimentary feel to the landscaping of the Project. Such landscaping complies with the City's landscape manual.

Next, the Property satisfies the screening requirements established in the Screening Manual and outlined in Sections 25.17.02.d-e of the Zoning Ordinance. As a preliminary matter, the Project proposes to screen the mechanical equipment and trash and recycling areas as required in Sections 25.17.02.d-e of the Zoning Ordinance. Next, in terms of screening of light, on the southern-section of the site, AvalonBay intends to plant additional evergreen trees on the landscape strip across from the parking garage access point in order to provided screening of headlights when exiting the garage.

II. Lighting

The Project further complies with the lighting requirements outlined in Section 5 of the City's Lighting Manual. Generally, the lighting proposed for the Project is intended to promote the health, safety and general welfare of the residents and general public. To that end, the lighting height, fixture style and cutoff type have been determined based upon the intended location and the use of that portion of the site. For example, street lighting along the interior driveway and surface parking areas are intended to provide visibility for both the driver and pedestrian, while lighting along the perimeter walk and courtyards are at a less bright, and of a more pedestrian

Mr. James Wasilak
June 26, 2009
Page 9

scale. Finally, during construction, the Project will comply with Section 5.8 of the Lighting Manual in terms of restrictions on lighting of a construction site.

C. The Project meets the required Adequate Public Facilities Standards

I. The Project meets the required Adequate Public Facilities Standards for Transportation

The Project will not overburden the surrounding road network. In order to make this determination the requirements of the Comprehensive Transportation Review ("CTR") Methodology established by the City of Rockville were followed. The subject property is planned to be developed with 240 apartment units. The property will be served by a full movement access along Ardennes Avenue and a right-turn out only access along Twinbrook Parkway. The site is presently developed with 50,000 s.f. of office space.

As required by the CTR Methodology a Scoping Impact Form was completed and submitted to the City on October 2008. A Scoping Meeting was then conducted with the City of Rockville staff on November 14, 2008 to establish the study parameters for this project.

The Traffic Impact Analysis indicated that the subject property would generate approximately 99 trips during the morning peak hour and 114 trips during the evening peak hour. When comparing this trip generation to the use that exists on this site today, the proposed redevelopment of this site would only result in an increase of 22 trips during both the morning and evening peak periods. This is below the 30 peak hour trip threshold which triggers the need for the Traffic Impact Analysis.

Although the Project would generate less than 30 peak hour trips, at the request of the City, the Applicant conducted the traffic study that is included in this Application and dated May 15, 2009. The traffic study addresses any off-site impacts resulting from the proposed redevelopment of this site.

The results of that study indicate that all of the study area intersections are projected to operate within the congestion standards established by the City of Rockville with the exception of the Twinbrook Parkway and Parklawn Drive intersection. This intersection is projected to operate at an unsatisfactory Level of Service with or without the redevelopment of this property. The increase associated with the proposed project would result in a change in the v/c from 1.02 to 1.03 during the evening peak period. In order to mitigate the impact of the subject property it was recommended that the eastbound Parklawn Drive approach be restriped which would improve operations at this intersection and mitigate the impact of the proposed redevelopment of the Avalon at Twinbrook site.

Mr. James Wasilak
June 26, 2009
Page 10

Therefore, based on the procedures required by the City of Rockville a finding of Adequate Public Facilities can be made as required by the CTR requirements.

II. The Project meets the Adequate Public Facilities Standards for Schools

The Property is located in an area with sufficient school capacity at the elementary, middle and high school levels. Specifically, the Project is located in the Richard Montgomery school cluster. The Applicant has confirmed with Montgomery County Public Schools that pursuant to the standards applicable to the City of Rockville this school cluster has sufficient capacity at the elementary, middle and high school levels, and that the Project will not overburden the school capacity.

D. The Project Complies with the City's Parking Requirements

As described on the Detailed Site Plan, pursuant to Sections 25.16.03.d., the Zoning Ordinance requires that the Project contain 294 parking spaces, 81 long-term bike spaces and 6 short term bike spaces. In total, the Project will provide 376 parking spaces (with 360 located in the garage and 16 on the surface), 81 long-term bike parking spaces and 6 short term bike parking spaces. Therefore, the Project exceeds the required number of car parking spaces and meets the required number of spaces for bikes.

E. The Project Complies with the City's Signage Requirements

The project complies with the City's signage requirements established at Section 25.18.14.B.1[b.I]. As described on the detailed Site Plan, the Project will have three signs that in area will not exceed 250 feet. Those signs are an "Exit Monument" feature on Twinbrook Parkway, an "Entrance Monument" feature on Ardennes Avenue and a "mounted building sign" close to the leasing office at the building entrance. Although the exact sizes of [each of the three] the signs are still to be determined, pursuant to the Zoning Ordinance the sum of the three signs will not exceed 250 feet in area.

F. The Project Complies with the City's Public Use Space Requirement

As stated above, the Project will provide 20 percent public use space on site, and, therefore, complies with the public use space requirements stated at Sections 25.13.05 and 25.17.01 of the Zoning Ordinance. The Project meets the 20 percent public use space minimum because it is not a gated community and, accordingly, the public will have access to and across the Project. Indeed, as described above, the Project will have an urban landscaped interior driveway connecting Ardennes Avenue and Twinbrook Parkway that will be accessible to the public. Moreover, a publicly-accessible second walkway is provided along the north and east sides of the Property also connecting Ardennes Avenue with Twinbrook Parkway.

Mr. James Wasilak
June 26, 2009
Page 11

G. The Project Complies with the City's Requirements for Water and Sewer Information for Hydraulic Review

Water and sewer service to the existing office park is provided by the City of Rockville. The current office park contains five buildings with a total of 50,250 s.f. with an estimated water and sewer demand of approximately 12,000 g.p.d. The Project will contain 240 multi-family dwelling units requiring an estimated 28,000 g.p.d. City staff has indicated that a request will be made that the development participate in the City's sewer replacement CIP by upgrading the existing 10-inch sewer from Ardennes Avenue (near the current driveway connection) to Halpine Road to a 12-inch sewer line. AvalonBay is continuing to review this request, but has determined that its current sewer system is adequate to satisfy both the City's requirements and the Project's proposed water and sewer needs.

6. List of enclosures and attachments

Please find enclosed Application and the required and supporting plans and exhibits as follows:

- (1) 12 Copies of the Completed Site Plan Application;
- (2) 12 Copies of the Project Narrative;
- (3) Checks for the necessary filing fees, including Site Plan application, Signage, Preliminary Forest Conservation, and Comprehensive Traffic Review fees;
- (4) Pre-Application Meeting Number and DRC Meeting Notes;
- (5) Pre-Application Area Meeting information including the Affidavit of Area Meeting Compliance, the List of Property Owners who received the Notice of the Pre-Application Area Meeting, a Copy of the Notice of Pre-Application Area Meeting, the Sign In Sheet for the May 27, 2009 Pre-Application Area Meeting, and the Minutes from the Pre-Application Area Meeting;
- (6) 12 copies of the Detailed Site Development Plan prepared and sealed by a Licensed Land Surveyor or engineer;
- (7) Three copies of the Preliminary Building Elevations and Floor Plans;
- (8) Comprehensive Transportation Review Report;
- (9) Six copies of the Landscape Plan;
- (10) Preliminary Forest Conservation Plan;

Mr. James Wasilak
June 26, 2009
Page 12

- (11) Halpine Road sidewalk design analysis;
- (12) Two copies of the site-wide truck turning analysis;
- (13) Copy of the Approved Stormwater Management Concept Plan;
- (14) Copy of the Approved NRI/FSD; and
- (15) Electronic Version

Please note that this Application does not include a sequence and schedule of improvements of multiple building developments because the entire project will be constructed in one phase, with the garage being completed first.

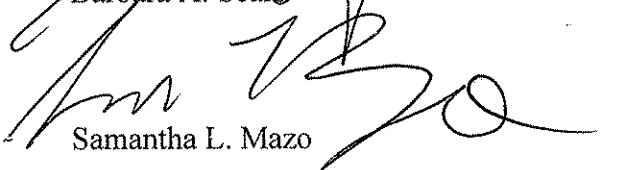
Thank you for your attention to this matter. Should you have any questions or need any additional information, please feel free to contact us.

Very truly yours,

LINOWES AND BLOCHER LLP



Barbara A. Sears



Samantha L. Mazo

Enclosures

cc: Mr. Jonathan Cox, AvalonBay Communities Inc.
Mr. Robert A. Graham, Rodgers Consulting
Mr. Brian S. Dayhoff, SK&I Architectural Design Group, L.L.C.
Mr. Glenn Cook, The Traffic Group, Inc.